

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Related D.I. 1125, 1244

**ORDER GRANTING FIRST INTERIM FEE APPLICATION
OF AKIN GUMP STRAUSS HAUER & FELD LLP AS SPECIAL
CO-COUNSEL ON BEHALF OF AND AT THE SOLE DIRECTION OF THE
INDEPENDENT DIRECTOR, MICHAEL J. WARTELL, FOR THE PERIOD
FROM DECEMBER 9, 2024 THROUGH AND INCLUDING JANUARY 31, 2025**

Upon consideration of the *First Interim Fee Application of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director Michael J. Wartell, for the Period from December 9, 2024 through and including January 31, 2025*

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

[Docket No. 1125] (the “Interim Fee Application”)² for allowance of compensation and reimbursement of expenses on an interim basis; and Direct Fee Review LLC (the “Fee Examiner”) having filed a final report (the “Fee Examiner’s Report”) with respect to the Interim Fee Application; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as rule 2016 of the Federal Rules of Bankruptcy Procedure and rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of the Interim Fee Application was appropriate; and the Fee Examiner having no objection to the relief requested herein, as Akin Gump Strauss Hauer & Feld LLP (“Akin”) has voluntarily reduced certain of its fees and expenses as memorialized in the Fee Examiner’s Report; and after due deliberation and sufficient good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Interim Fee Application is hereby **APPROVED**, on an interim basis, with respect to the amounts set forth herein.
2. Akin is granted interim allowance of compensation for actual and reasonable services rendered in the amount of \$2,822,830.00 and reimbursement for actual and necessary expenses incurred in the amount of \$111,564.82, for a total interim allowance of \$2,934,394.82 for the period from December 9, 2024 through and including January 31, 2025 (the “Interim Period”).
3. Pursuant to paragraph 5 of the Akin Retention Order, the Borrowers are authorized and directed, within three (3) business days from entry of this Order, to remit payment to Akin, on

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Interim Fee Application.

behalf of the Retaining Debtors, on account of the approved fees and expenses provided for herein that have not yet been paid in connection with any monthly fee applications previously filed by Akin for the Interim Period, including any outstanding holdback amounts related thereto.

4. The Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: September 22nd, 2025
Wilmington, Delaware


LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE